TERRAFORM GLOBAL, INC.

Form 4

August 05, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Tesoriere Steven Vincent

2. Issuer Name and Ticker or Trading

Symbol

TERRAFORM GLOBAL, INC.

[GLBL]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner

(Month/Day/Year) 08/05/2015

(Middle)

(Zip)

Other (specify Officer (give title below)

7550 WISCONSIN AVENUE, 9TH **FLOOR**

(Street)

(State)

(First)

(Last)

(City)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curitie	s Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pri			red (A)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	08/05/2015		<u>J(1)</u>	1,851,851	A	\$ 13.5 (1)	1,851,851	I	See Footnote (2) (4)	
Class A Common Stock	08/05/2015		<u>J(1)</u>	3,703,703	A	\$ 13.5 (1)	5,555,554	I	See Footnote (3) (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: TERRAFORM GLOBAL, INC. - Form 4

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tesoriere Steven Vincent
7550 WISCONSIN AVENUE, 9TH FLOOR
X
BETHESDA, MD 20814

Signatures

/s/ Steven V.
Tesoriere 08/05/2015

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares of the Issuer's Class A Common Stock ("Shares") were acquired on August 5, 2015 in exchange for Class D units of (1) TerraForm Global, LLC ("Class D Units"). Each Class D Unit converted into a number of Shares equal to the quotient of (i) the aggregate original cash purchase price of such Class D Units and (ii) 90% of the initial per share public offering price of the Shares.
- These Shares are held by Altai Capital Terrapin, L.P. ("Terrapin"). Altai Capital Group, LLC ("ACG") serves as the general partner of Terrapin. Altai Capital Management, L.P. (the "Investment Manager") serves as investment manager to Terrapin. Altai Capital Management, LLC ("IMGP") serves as the general partner of Investment Manager. Mr. Tesoriere serves as managing principal of Investment Manager and is a member of both ACG and IMGP.
- (3) Altai Capital SLP LLC ("SLP") may be deemed to have a pecuniary interest in certain of these Shares, which are held by a third-party investment vehicle. Mr. Tesoriere is a managing member of SLP.
- Mr. Tesoriere disclaims beneficial ownership of these Shares except to the extent of his pecuniary interest therein, and the inclusion of (4) these Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Shares for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: TERRAFORM GLOBAL, INC. - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.